

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THOMAS H. LEE EQUITY FUND V, L.P.,
THOMAS H. LEE PARALLEL FUND V, L.P.,
and THOMAS H. LEE EQUITY (CAYMAN)
FUND V, L.P.,

Plaintiffs,

v.

MAYER, BROWN, ROWE & MAWE LLP,

Defendant.

07-CV-06767 (GEL)

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Kevin B. Huff, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of

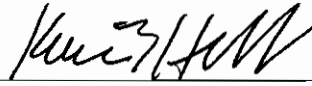
Applicant's Name: Rebecca A. Beynon
Firm Name: Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C.
Address: 1615 M Street, N.W., Suite 400
Washington, D.C. 20036
Phone Number: 202-326-7934
Fax Number: 202-326-7999

FILED
U.S. DISTRICT COURT
2007 OCT 10 PM 1:15
S.D. OF N.Y.

Rebecca A. Beynon is a member in good standing of the Bar of the State of Texas and the District of Columbia. There are no pending disciplinary proceedings against Rebecca A. Beynon in any State or Federal Court.

Dated: October 2, 2007

Respectfully submitted,



Kevin B. Huff
SDNY Bar Code: KH-9284
KELLOGG, HUBER, HANSEN, TODD,
EVANS & FIGEL, P.L.L.C.
1615 M Street, N.W., Suite 400
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*Counsel for Plaintiffs Thomas H. Lee
Equity Fund V, L.P., Thomas H. Lee
Parallel Fund V, L.P., and Thomas H.
Lee Equity (Cayman) Fund V, L.P.*

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MAYER, BROWN, ROWE & MAWE LLP,

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x

07-CV-06767 (GEL)

**AFFIDAVIT OF
KEVIN B. HUFF IN SUPPORT
OF MOTION TO ADMIT
COUNSEL *PRO HAC VICE***

District of Columbia) ss:

Kevin B. Huff, being duly sworn, hereby deposes and says as follows:

1. I am a partner at Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C., counsel for Plaintiffs in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiffs' motion to admit Rebecca A. Beynon as counsel *pro hac vice* to represent Plaintiffs in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law on August 1, 1997. I am also a member in good standing of the bar of the District of Columbia. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court. I am also a member of the bars of the United States Supreme Court, the United States Court of Appeals for the Fourth Circuit, and the United States District Court for Colorado, and am in good standing with these courts.

3. I have known Ms. Beynon since at least 2003.

4. Ms. Beynon is a partner at Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C., in Washington, D.C.

5. I have found Ms. Beynon to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

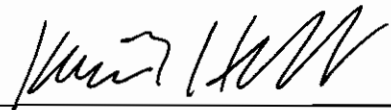
6. Accordingly, I am pleased to move the admission of Rebecca A. Beynon, *pro hac vice*.

7. I respectfully submit a proposed order granting the motion to admit Rebecca A. Beynon, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Rebecca A. Beynon, *pro hac vice*, to represent Plaintiffs in the above captioned matter, be granted.

Dated: October 2, 2007
District of Columbia


Respectfully submitted,



Kevin B. Huff
SDNY Bar Code: KH-9284

District of Columbia: SS
Subscribed and Sworn to before me

this 2nd day of October, 2007.



Notary Public, D.C.

My commission expires 10/31/2011

Diane M. Cooke
Notary Public, District of Columbia
My Commission Expires 10/31/2011

STATE BAR OF TEXAS



Office of the Chief Disciplinary Counsel

September 21, 2007

Re: Rebecca A. Beynon, State Bar Number 00790303

To Whom It May Concern:

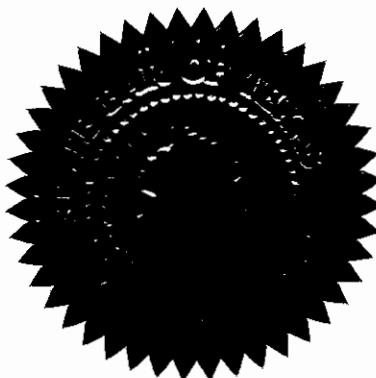
This is to certify that Ms. Rebecca A. Beynon was licensed to practice law in Texas on November 4, 1994, and is an active member in good standing with the State Bar of Texas. "Good standing" means that the attorney is current on payment of Bar dues and attorney occupation tax; and is not presently under either administrative or disciplinary suspension. However, because the attorney has chosen an exemption from Minimum Continuing Legal Education she is not eligible to practice in the State of Texas.

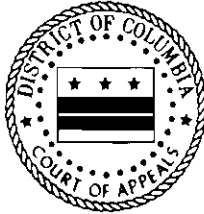
No previous disciplinary sanctions have been entered against Ms. Beynon's law license.

Sincerely,

John A. Neal
Chief Disciplinary Counsel

JN/lg





District of Columbia Court of Appeals

Committee on Admissions

500 Indiana Avenue, N.W. — Room 4200

Washington, D. C. 20001

202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

REBECCA A. BEYNON

was on the 12TH day of JULY, 1996

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on September 21, 2007.

GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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and THOMAS H. LEE EQUITY (CAYMAN)
FUND V, L.P.,

Plaintiffs,

V.

MAYER, BROWN, ROWE & MAWE LLP,

Defendant.

[illegible]

07-CV-06767 (GEL)

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Kevin B. Huff for Plaintiffs Thomas H. Lee Equity Fund V, L.P., Thomas H. Lee Parallel Fund V, L.P., and Thomas H. Lee Equity (Cayman) Fund V, L.P. and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Rebecca A. Beynon

Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C.

1615 M Street, N.W., Suite 400

Washington, D.C. 20036

Tel.: 202-326-7934 / Fax: 202-326-7999

rbeynon@khhte.com

is admitted to practice *pro hac vice* as counsel for Plaintiffs Thomas H. Lee Equity Fund V, L.P., Thomas H. Lee Parallel Fund V, L.P., and Thomas H. Lee Equity (Cayman) Fund V, L.P. in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case

Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated:

City, State:

United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing MOTION TO ADMIT COUNSEL *PRO HAC VICE* and AFFIDAVIT OF KEVIN B. HUFF IN SUPPORT OF MOTION TO ADMIT COUNSEL *PRO HAC VICE* was served via overnight mail, on October 2nd, 2007.

John R. Villa
George A. Borden
Thomas G. Ward
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Counsel for defendant UK Limited Liability Partnership Mayer Brown International



Kevin B. Huff
SDNY Bar Code: KH-9284